

01-52415 - JS

FORM B1 UNITED STATES BANKRUPTCY COURT DISTRICT OF MARYLAND (Baltimore Division)		VOLUNTARY PETITION																
Name of Debtor (if individual, enter Last, First, Middle): Frank's Nursery & Crafts, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A																
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Frank's Nursery & Crafts; Halloween By Frank's; In the Garden By Frank's; Frank's Supercrafts; Christmas By Frank's; Frank's Kids Corner; Frank's 5 Seasons		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names): <div style="text-align: right;">#392102 \$830.00</div>																
Soc. Sec./Tax I.D. No. (if more than one, state all): 38-1561374		Soc. Sec./Tax I.D. No. (if more than one, state all):																
Street Address of Debtor (No. & Street, City, State & Zip Code): 1175 West Long Lake Troy, Michigan 48098		Street Address of Joint Debtor (No. & Street, city, State & Zip Code):																
County of Residence or of the Principal Place of Business: See Schedule 1 hereto		County of Residence or of the Principal Place of Business:																
Mailing Address of Debtor (if different from street address): N/A		Mailing Address of Joint Debtor (if different from street address):																
Location of Principal Assets of Business Debtor (if different from street address above): See Schedule 1 hereto																		
Information Regarding the Debtor (Check the Applicable Boxes)																		
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																		
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 13 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1126(c) (Optional)		THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> <div style="font-size: 1.2em; font-weight: bold; margin: 10px 0;">FEB 19 2001</div> <div style="font-size: 0.8em; margin: 10px 0;">CLERK'S OFFICE U. S. BANKRUPTCY COURT DISTRICT OF MARYLAND BALTIMORE</div> <div style="margin: 10px 0;">5:00 AM</div> <div style="margin: 10px 0;"># 0152415</div> <div style="margin: 10px 0;"><i>Richard C. Davis</i></div>																
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																		
Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-999 1,000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>																		
Estimated Assets <table style="width: 100%; font-size: 0.8em;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million											
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											

CHECK # 252175

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): FORM B1, Page 2 Frank's Nursery & Crafts, Inc.	
Prior Bankruptcy Case Filed Within Last 6 Years (if more than one, attach additional sheet)			
Location Where Filed: N/A		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (if more than one, attach additional sheet)			
Name of Debtor: N/A		Case Number:	Date Filed:
District:		Relationship:	Judge:
Signatures			
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>		<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>_____ Signature of Authorized Individual <i>Larry T. Lakin</i> <i>Vice Chairman and CFO</i> Title of Individual Authorized by Debtor to File this Petition</p> <p>_____ 2-18-01 Date</p>	
<p>X _____ <i>Paul M. Nussbaum</i> Signature of Attorney</p> <p>X _____ <i>Paul M. Nussbaum</i> Printed Name of Attorney for Debtor(s)</p> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 45%;"> Willkie Farr & Gallagher 787 Seventh Avenue New York, New York 10019 (212) 728-8000 </div> <div style="width: 45%;"> Whiteford, Taylor & Preston LLP 7 Saint Paul St., Suite 1400 Baltimore, Maryland 21202 (410) 347-8700 </div> </div> <p>_____ Date</p>		<p style="text-align: center;">Signature of Non-Attorney Petition Preparer</p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>_____ Printed Name of Bankruptcy Petition Preparer</p> <p>_____ Social Security Number</p> <p>_____ Address</p> <p>_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>_____ Signature of Bankruptcy Petition Preparer</p> <p>_____ Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</p>	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15d of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition</p>		This section is covered by the large text block in the previous row	
<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>X _____ Signature of Attorney for Debtor(s) _____ Date</p>			

SCHEDULE 1
Principal Places of Business & Location of Principal Assets

Frank's Nursery & Crafts, Inc. has regional offices located in Maryland (Anne Arundel County), New York, Illinois and Michigan, and has store locations in the following states (in which its principal assets are located):

Maryland
Michigan
Indiana
Illinois
New York
Ohio
Pennsylvania
Minnesota
New Jersey
Florida
Connecticut
Missouri
Massachusetts
Virginia
Kentucky

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re) Chapter 11 Case
)
FRANK'S NURSERY & CRAFTS, INC.,) Case No. 01-____ (____)
et al.)
)
Debtor.)
)

Exhibit "A" to Voluntary Petition

1. The Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934. The SEC file number is 1-5364.

2. The following estimated, unaudited financial data refers to the consolidated financial condition of the Debtor and its affiliate FNC Holdings, Inc. (collectively, the "Debtors") as of November 5, 2000:¹

a)	Total assets:	\$471,945,000	
b)	Total debts (including debts listed in 2.c., below)	\$337,962,000	
			Approximate Number of Holders
c)	Debt securities held by more than 500 holders.		
	Secured/ / unsecured/ / subordinated/X/	\$115,000,000	<u>undetermined</u>
d)	Number of shares of preferred stock	<u>0</u>	<u>n/a</u>

¹ See comments below.

e) Number of shares of common stock 1,000² one

Comments, if any: The financial information provided herein has not been audited, has been estimated solely for purposes of completing the Debtor's chapter 11 Petition and excludes intercompany accounts. Frank's Nursery & Crafts, Inc. ("Frank's") filed its Form 10-Q for the fiscal quarter ending November 5, 2000 on or about December 20, 2000. Nothing contained herein shall constitute an admission or waiver by the Debtor or any of its affiliate. Furthermore, the right to contest any issue including, but not limited to, the amount, the validity or priority of any Claim or any lien that purports to encumber any asset of the Debtors is expressly reserved.

3. Brief description of Debtors' business:

Frank's operates the largest chain (as measured by sales) in the United States of specialty retail stores devoted to the sale of lawn and garden products. Lawn and garden products are defined to include green goods for both outdoor and indoor usage, fertilizers, gardening accessories, lawn and patio furniture, Christmas Trim-a-Tree merchandise and snow removal, power equipment, barbecues and watering accessories. In addition, Frank's sells dried and artificial flowers and arrangements and home decor. Currently, Frank's operates retail

² Approximately as of November 5, 2000.

stores in 15 states primarily in the East and Midwest regions of the country.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of the Debtor:

(a) FNC Holdings Inc. ("FNC") (formerly known as General Host Corporation) owns 100% of Frank's;

(b) The Cypress Group LLC ("Cypress") owns 100% of FNC;
and

(c) Cypress Merchant Banking Partners L.P. owns 94.6% of Cypress.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

In re:

**FRANK'S NURSERY & CRAFTS, INC., et
al,**

Debtors.

*

*

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Case Nos. 01-
(Chapter 11)
(Jointly Administered)

* * * * *

**CONSOLIDATED LIST OF CREDITORS HOLDING
THE 30 LARGEST UNSECURED CLAIMS**

	Name of Creditor & Complete Mailing Address	Contact Person & Phone Number	Nature of the Claim	Amount of Claim
1.	Bankers Trust Company Four Albany Street Fourth Floor New York, New York 10006	Asante Denis 212-250-6702 Susan Johnson 212-250-6569	Indenture Trustee for 10¼ Senior Subordinated Notes Due 2008	\$115,000,000.00
2.	Gary Products Group Inc. 2601 S.E. Loop 289 Lubbock, TX 79404	(806) 748-5007	Trade	\$1,206,488.66
3.	Burpee Garden Products Co. 300 Park Avenue Warminster, PA 18974	Fred Hobson (215) 674-4900 ext. 333	Trade	\$728,776.43
4.	Davie Boag H.K. Int'l Trade & Exhibit Ctr. 1 Trademart Drive, Wang Ching St. Rm No. 1001-1011, 10 th Floor Kowloon, Hong Kong	S.K. Lai Fax - (9-011-8522- 764-5918	Trade	\$706,645.98
5.	American Oak Preserving Co. Inc. 601 Mulberry St. North Judson, IN 46366	Mary (800) 348-5008	Trade	\$683,046.41

6.	NK Lawn & Garden Co. P.O. Box 24028 Chattanooga, TN 37422-4028	Stacy Deabler (800) 517-1151 ext. 2964	Trade	\$546,839.98
7.	Cluett Corp. P.O. Box 6666 Tyler, TX 75711	Phil Matthews (800) 527-8446 ext. 281	Trade	\$516,268.76
8.	K. Van Bourgondien & Sons, Inc. P.O. Box A, Route 109 Babylon, NY 11702	Linda Williams (757) 543-7099 ext. 317	Trade	\$508,201.26
9.	Kirk Company 201 St. Helens Ave. Tacoma, WA 98402-2519	Tom Thomas (253) 627-1752	Trade	\$502,452.44
10.	Variety Accessories, Inc. P.O. Box 4528 Great Neck, NY 11027	Mike (516) 829-5553	Trade	\$473,512.37
11.	1-Boto Company Ltd 17/F Eight Commerical Tower 8 Sun VIP St. Chaiwan Hong Kong	Michael Kao Fax: 85228970141	Trade	\$469,049.41
12.	Polytree 25/F CCT Telecom Bldg 11 Wo Shing Street Fo Tan Shatin, N.T.	Paul Cheng (852) 260-55109 Fax: (852) 269-78711	Trade	\$460,610.18
13.	Great Lakes Craft & Hobby Dist. 46660 Van Dyke Shelby Township, MI 48317	Tom or Steve (810) 323-1300	Trade	\$412,879.65
14.	I-Raymond Steve & Bros. Development St. 611 Tower A Hunghom 39 Matauwei Rd. HungHom Kowloon	Steve Tsui (852)-277-40686 Fax: (852) 277-46188	Trade	\$398,248.20
15.	Lake Valley Seed 5717 Arapahoe Boulder, CO 80303-1338	(303) 449-4882 F: (303) 449-8752	Trade	\$367,036.70
16.	Happy Holiday Xmas Trees/Color Spot 3819 E. Sidney Rd. Sheridan, MI 48884	Jeannie (800) 367-2325	Trade	\$355,878.23
17.	Angel Plants, Inc. 560 Deer Park Avenue Dix Hills, NY 11746	Jack (631) 848-7788	Trade	\$336,763.96
18.	Wilson WreathCo Ltd. & KeyBank NA 480 Main Street Presque Isle, ME 04769	Marleta (506) 367-3199	Trade	\$327,590.43

19.	The Washington Post P.O. Box A200 Washington, D.C. 20071	Royston DeSouza 202-334-7714	Expense	\$322,556.65
20.	Teufel Holly Farms 160 S.W. Miller Rd Portland, OR 97225	John Coulter (800)525-2692	Trade	\$322,198.03
21.	C.M. Offray & Son, Inc. 858 Willow Circle Hagerstown, MD 21740	Jenny Henson T: (301) 714-4899 F: (301) 714-4888	Trade	\$305,901.43
22.	Artfaire/CPS Corporation 1715 Columbia Hwy P.O. Box 68- 1000 Franklin, TN 37068	Sarah (615) 791-5173	Trade	\$303,626.35
23.	Nolan & Cunnings P.O. Box 2111 Warren, Mi 48090-2111	John (810) 751-4670 ext. 118	Expense	\$298,229.77
24.	Fiskars Group 636 Science Drive Madison, WI 53711	Fax 608-233-5321	Trade	\$270,303.64
25.	Valfei Products P.O. Box 185 Norton, VT 05907	Sylvai Vaillancourt (800) 849-7019	Trade	\$267,610.86
26.	Graphic Communications P.O. Box 54120 Los Angeles, CA 90054-0120	Brian Brazell 704-846-8155	Expense	\$267,055.59
27.	I.C.Y. Hung Co. Ltd. 11 F/ Telford House 16 Wang Hoi Road Kowloon Bay, Kowloon	Tony Hong 852-(2)721-9951	Trade	\$266,365.30
28.	Wilson Enterprises P.O. Box 4, U.S. Hwy 2 &41 Wilson, MI 49896	Kathy Wilson (906) 497-5534	Trade	\$262,110.40
29.	Hermann Engelmann Grnhse. Inc. 2009 Marden Rd. Apopka, FL 32704	Sandra Kitain (407) 886-3434	Trade	\$262,066.67
30.	Easy Gardener PO Box 21025 Waco, Texas 76702-1025 Easy Gardener 1750 17 th Street Paris, KY 40361-1160	Fax 254-753-5372	Trade	\$255,203.12

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re) Chapter 11 Case
)
FRANK'S NURSERY & CRAFTS, INC.,) Case No. 01- ____ (____)
)
)
Debtor.)
)

CORPORATE RESOLUTION

Larry T. Lakin, being the Vice Chairman and CFO of
FRANK'S NURSERY & CRAFTS, INC., a corporation organized under the laws of the State of
Michigan (the "Corporation"), does hereby certify the resolutions attached hereto as Exhibit A
were unanimously adopted by all those directors entitled to vote thereon.

IN WITNESS WHEREOF, I have signed this certificate and affixed the
corporate seal thereto by Order of the Board of Directors on February 18, 2001.

FRANK'S NURSERY & CRAFTS, INC.

By:

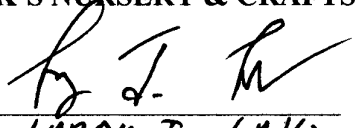

Name: LARRY T. LAKIN
Title: VICE CHAIRMAN & CFO

EXHIBIT A
RESOLUTION OF ACTION OF DIRECTORS
OF
FRANK'S NURSERY & CRAFTS, INC.

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interest of the Corporation, its creditors, stockholders and other interested parties, that the Corporation file a voluntary petition for relief under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the filing by the Corporation of a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Maryland (the "Bankruptcy Court") be, and it hereby is, authorized and approved; and it is further

RESOLVED, that the Chief Executive Officer, the Chief Financial Officer or the Secretary of the Corporation be, and each of them hereby is, authorized and empowered, in the name of the Corporation, to execute and verify a petition for relief under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the Bankruptcy Court at such time as the officer executing said petition on behalf of the Corporation shall determine; and it is further

RESOLVED, that the Chief Executive Officer, the Chief Financial Officer or the Secretary of the Corporation, and such other officers as they shall from time to time designate (each a "Proper Officer"), be, and each of them hereby is, authorized to execute and file on behalf of the Corporation all petitions, schedules, lists, documents, pleadings and other papers and to take any and all action that they may deem necessary or proper in connection with the chapter 11 case of the Corporation; and it is further

RESOLVED, that each Proper Officer be, and each of them hereby is, authorized and directed to retain the law firms of Willkie Farr & Gallagher and Whiteford, Taylor & Preston, L.L.P. to render legal services to and to represent the Corporation in connection with such chapter 11 case and other related matters in connection therewith, upon such terms and conditions as such officers shall approve; and it is further

RESOLVED, that each Proper Officer be, and each of them hereby is, authorized to retain such other professionals as they deem necessary and appropriate to represent, assist or consult with the Corporation during the chapter 11 case; and it is further

RESOLVED, that each Proper Officer be, and each of them hereby is, authorized to obtain any Debtor in Possession financing for the Corporation in such amount as they deem appropriate, on such terms and with such collateral as they find to be reasonable, all such loans being subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that each Proper Officer be, and each of them hereby is, authorized and directed to take any and all further actions and to execute and deliver any and all further instruments and documents and pay all expenses (subject to Bankruptcy Court approval, where necessary), in each case as in their judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purpose of the resolutions adopted herein; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any and each Proper Officer, which are necessary to effectuate the intent of the resolutions adopted herein, are hereby in all respects ratified, confirmed, and approved.